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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

D&P MARKET PLACE LLC
D/B/A THE IRON TOMATO,

Chapter 11
Case No. 10-22972 (rdd)

Debtor.
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**APPLICATION TO EMPLOY AND RETAIN RATTET, PASTERNAK &
GORDON-OLIVER, LLP AS ATTORNEYS FOR THE DEBTOR,
NUNC PRO TUNC, AS OF THE FILING DATE**

**TO: HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE**

The above-captioned debtor and debtor-in-possession, D&P Market Place LLC d/b/a The Iron Tomato (the “Debtor”) files this Application (the “Application”) seeking entry of an order authorizing the Debtor’s retention of Rattet, Pasternak & Gordon-Oliver LLP (“RPGO”) as its attorneys. In support of its Application, the Debtor respectfully alleges as follows:

Jurisdiction

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory basis for relief requested herein is § 327(a) of title 11 of the United

States Code, 11 U.S.C. §§ 101, et seq. (the “Bankruptcy Code”) and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

Background

3. On the date herein (the “Filing Date”), the Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. The Debtor has continued in possession of its property and the management of its financial affairs as debtor-in-possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner or statutory committee has been appointed.

4. The Debtor is a privately owned business that operates The Iron Tomato, an upscale food market and in-store eating facility located in the heart of downtown White Plains at 57 Mamaroneck Avenue, White Plains, NY 10601.

Relief Requested

5. The Debtor seeks to retain RPGO as its attorneys to file and prosecute its Chapter 11 case and all related matters, effective as of the Filing Date. Accordingly, the Debtor requests entry of an order in substantially the form annexed hereto and pursuant to Bankruptcy Code §327(a) and Bankruptcy Rule 2014(a) authorizing the Debtor to employ and retain RPGO as its attorneys to perform services necessary in the Chapter 11 case.

6. The professional services RPGO will render to the Debtor include the following:
- a. To give advice to the Debtor with respect to its powers and duties as Debtor-in-Possession and the continued management of its property and affairs.
 - b. To negotiate with creditors of the Debtor and work out a plan of reorganization and take the necessary legal steps in order to effectuate such a plan including, if need be, negotiations with the creditors and other parties in interest.

- c. To prepare the necessary answers, orders, reports and other legal papers required for the Debtor's protection from its creditors under Chapter 11 of the Bankruptcy Code.
- d. To appear before the Bankruptcy Court to protect the interest of the Debtor and to represent the Debtor in all matters pending before the Court.
- e. To attend meetings and negotiate with representatives of creditors and other parties in interest.
- f. To advise the Debtor in connection with any potential refinancing of secured debt and any potential sale of the Debtor's various real estate holdings or other estate assets.
- g. To represent the Debtor in connection with obtaining post-petition financing, if necessary.
- h. To take any necessary action to obtain approval of a disclosure statement and confirmation of a plan of reorganization.
- i. To perform all other legal services for the Debtor which may be necessary for the preservation of the Debtor's estate and to promote the best interests of the Debtor, its creditors and the estate.

7. The Debtor has selected RPGO for the reason that RPGO's attorneys have had extensive experience representing debtors in proceedings before this Court and are well suited to represent the Debtor in the instant proceedings. RPGO has been actively involved in many Chapter 11 cases and has represented many Chapter 11 debtors.

8. RPGO's recent debtor representations include: In re Milton Petro Properties, Inc., Case No. 09-10134 (ALG) (S.D.N.Y.); In re Byram Concrete & Supply, Inc., Case No. 09-22037(RDD) (S.D.N.Y.); In re 12 Martense St LLC and 110 Martense St LLC, Case Nos. 09-40614 & 09-40615 (DEM) (S.D.N.Y.); In re D.J. Electrical Corp., Case No. 08-14751(SMB) (S.D.N.Y.); In re IAME Group, Inc., Case No. 08-23860 (RDD) (S.D.N.Y.); In re Hudson Capital, Inc., Case No. 08-23755(ASH) (S.D.N.Y.); In re 3 in 1 Trinity, LLC, Case No. 08-

13804 (REG) (S.D.N.Y.); In re Thinkpath Inc., Case No. 08-10810 (SMB) (S.D.N.Y.); In re Metrotech Contracting Corp., Case No. 08-22653 (RDD) (S.D.N.Y.); In re Falcon Motors, Inc., Case No. 08-22730 (RDD) (S.D.N.Y.); In re Genergy Electric Services Company, LLC, Case No. 08-45594 (E.D.N.Y.); In re Judde Properties, Inc., Case No. 08-22891 (S.D.N.Y.); In re Security Intelligence Technologies, Inc., Case No. 08-22781 (ASH) (S.D.N.Y.); In re The Water Tower, Inc., Case No. 08-36493 (CGM) (S.D.N.Y.); In re Buchanan Entities, LLC, Case No. 08-22596 (ASH) (S.D.N.Y.); In re Tawney Corp. d/b/a Brook Electric Company, Case No. 08-70985 (DTE) (E.D.N.Y.), In re Naturopathic Laboratories International, Inc., Case No 08-10022 (RDD) (S.D.N.Y.), In re Sylvain Cote, d/b/a Absolute Remodeling, a/k/a Sylvain M. Cote, Case No. 08-23832 (RDD) (S.D.N.Y.), In re Helen Pappas, Case No. 07-36662 (CGM) (S.D.N.Y.), In re Lawrence Frumusa, Case No. 09-21527 (JCN) (W.D.N.Y.), and In re Glenn C. Rotker, Case No. 05-23580 (ASH) (S.D.N.Y.).

9. It is necessary for the Debtor to employ RPGO for such professional services pursuant to § 327 of the Bankruptcy Code.

10. To the best of the Debtor's knowledge, RPGO has no connection with the creditors or any other party in interest or their attorneys, except that it represents the Debtor in these proceedings as stated in the annexed affidavit of Jonathan S. Pasternak, Esq. (the "Pasternak Affidavit"), which is annexed hereto as **Exhibit "A"**.

11. Subject to Court approval, compensation will be paid to RPGO for services provided on an hourly basis plus reimbursement of actual, necessary expenses incurred. RPGO 2010 hourly rates for matters related to these Chapter 11 proceedings are as follows:

Partners	\$475.00 to \$650.00
Of Counsel	\$475.00

Associates	\$200.00 to \$450.00
Paraprofessionals	\$150.00

12. The hourly rates above are subject to periodic adjustment to reflect economic and other conditions. The hourly rates above are standard, if not below standard rates for work of this nature. These rates are designed to fairly compensate RPGO for the work of its attorneys and paralegals and to cover fixed routine overhead expenses.

13. RPGO received a pre-petition retainer payment in conjunction with the filing of this Chapter 11 case in the amount of \$26,500 from Ronald Uretta. None of the pre-petition retainer was paid towards or on account of any antecedent debt owed to RPGO by the Debtor within the 11 U.S.C. § 547 period.

14. To the best of the Debtor's knowledge, RPGO does not hold or represent any interest adverse to the Debtor's estate, RPGO is a "disinterested person" as defined in Bankruptcy Code § 101(14), and RPGO's employment is necessary and in the best interest of the Debtor and its estate.

15. RPGO will be paid for the legal services rendered upon application duly filed with this Court pursuant Bankruptcy Code § 330 and pursuant to the procedures established by the Order Pursuant to 11 U.S.C. Sections 105(a) and 331 Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals as may be further entered by this Court.

16. The Debtor desires to employ RPGO pursuant to Bankruptcy Code § 327 because of the extensive legal services, which are required and indeed are anticipated for a successful reorganization under Chapter 11 of the Bankruptcy Code.

WHEREFORE, the Debtor prays for an Order of this Court authorizing it to employ and

appoint Rattet, Pasternak & Gordon-Oliver, LLP to represent it in this proceeding under Chapter 11 of the Bankruptcy Code, nunc pro tunc, as of the Filing Date, together with such other and further relief as appears just to this Court, for all of which no previous application has been made.

Dated: Harrison, New York
May 13, 2010

D&P Market Place LLC

By: /s/ Suzanne Demeo
Suzanne Demeo, Managing Member